

NO

MAY 08 2002

Michael N. Milby, Clerk

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS

----- X
IN RE ENRON CORPORATION
SECURITIES LITIGATION

: Consolidated Civil Action
: No. H-01-3624
:

This Document Relates To:

MARK NEWBY, et al., individually and
on behalf of all others similarly situated,
Plaintiffs,

v.
ENRON CORPORATION, et al.,
Defendants.

THE REGENTS OF THE UNIVERSITY
OF CALIFORNIA, et al., individually and
on behalf of all others similarly situated,
Plaintiffs,

v.
KENNETH L. LAY, et al.,
Defendants.

----- X
**DECLARATION OF TAYLOR M. HICKS IN SUPPORT OF MERRILL
LYNCH & CO, INC.'S MOTION TO DISMISS**

TAYLOR M. HICKS declares under penalty of perjury, pursuant to 28 U.S.C. §1746, as follows:

1. I am a partner with the law firm Hicks Thomas & Lilienstern, LLP, counsel to defendant Merrill Lynch & Co., Inc. ("Merrill Lynch") in this action.

2. Attached hereto as Exhibit A is a true and correct copy of the LJM2 Co-Investment, L.P. ("LJM2") Private Placement Memorandum, dated October 13, 1999, and the

669

Supplement thereto, dated December 15, 1999, referenced at ¶¶ 25, 461, 646 & 740 of Plaintiffs' Consolidated Complaint.

3. Attached hereto as Exhibit B is a true and correct copy of a Merrill Lynch "Comment," dated January 20, 1999, referenced at ¶¶ 130 & 746 of Plaintiffs' Consolidated Complaint.

4. Attached hereto as Exhibit C is a true and correct copy of a Merrill Lynch "Comment," dated March 31, 1999, referenced at ¶¶ 142 & 746 of Plaintiffs' Consolidated Complaint.

5. Attached hereto as Exhibit D is a true and correct copy of a Merrill Lynch "Morning Meeting Note," dated April 13, 1999, referenced at ¶¶ 147 & 746 of Plaintiffs' Consolidated Complaint.

6. Attached hereto as Exhibit E is a true and correct copy of a Merrill Lynch "Comment," dated April 15, 1999, referenced at ¶¶ 149 & 746 of Plaintiffs' Consolidated Complaint.

7. Attached hereto as Exhibit F is a true and correct copy of a Merrill Lynch "Comment," dated July 14, 1999, referenced at ¶¶ 162 & 746 of Plaintiffs' Consolidated Complaint.

8. Attached hereto as Exhibit G is a true and correct copy of a Merrill Lynch "Bulletin," dated October 12, 1999, referenced at ¶¶ 181 & 746 of Plaintiffs' Consolidated Complaint.

9. Attached hereto as Exhibit H is a true and correct copy of a Merrill Lynch "Bulletin," dated January 18, 2000, referenced at ¶¶ 201 & 746 of Plaintiffs' Consolidated Complaint.

10. Attached hereto as Exhibit I is a true and correct copy of a Merrill Lynch "Bulletin," dated January 21, 2000, referenced at ¶¶ 208 & 746 of Plaintiffs' Consolidated Complaint.

11. Attached hereto as Exhibit J is a true and correct copy of a Merrill Lynch "Comment," dated January 24, 2000, referenced at ¶¶ 209 & 746 of Plaintiffs' Consolidated Complaint.

12. Attached hereto as Exhibit K is a true and correct copy of a Merrill Lynch "Comment," dated April 12, 2000, referenced at ¶¶ 226 & 746 of Plaintiffs' Consolidated Complaint.

13. Attached hereto as Exhibit L is a true and correct copy of a Merrill Lynch "Bulletin," dated July 24, 2000, referenced at ¶¶ 250 & 746 of Plaintiffs' Consolidated Complaint.

14. Attached hereto as Exhibit M is a true and correct copy of a Merrill Lynch "Comment," dated July 25, 2000, referenced at ¶¶ 250 & 746 of Plaintiffs' Consolidated Complaint.

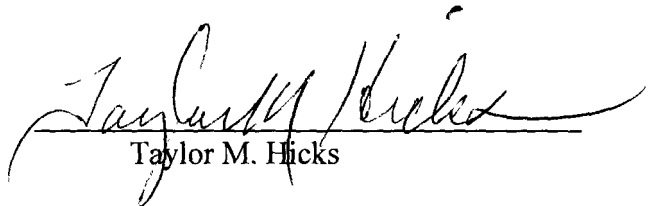
15. Attached hereto as Exhibit N is a true and correct copy of a Merrill Lynch "Bulletin," dated October 17, 2000, referenced at ¶¶ 266 & 746 of Plaintiffs' Consolidated Complaint.

16. Attached hereto as Exhibit O is a true and correct copy of a Merrill Lynch "Comment," dated April 18, 2001, referenced at ¶¶ 321 & 746 of Plaintiffs' Consolidated Complaint.

17. Attached hereto as Exhibit P is a true and correct copy of a Merrill Lynch "Comment," dated October 9, 2001, referenced at ¶¶ 362 & 746 of Plaintiffs' Consolidated Complaint.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 7, 2002



Taylor M. Hicks

The Exhibit(s) May
Be Viewed in the
Office of the Clerk